

L98000002518

LAW OFFICE OF
DAVID LEE CARLSON, P.A.

8180 N.W. 36TH ST.
SUITE 100
MIAMI, FLA. 33166

DAVID LEE CARLSON
ESQUIRE

TELEPHONE (305) 592-0733
FAX (305) 592-9699
E-MAIL: NOLESON@AOL.COM

October 29, 1998

SECRETARY OF STATE
CORPORATE RECORDS BUREAU
DIVISION OF CORPORATIONS
DEPARTMENT OF STATE
PO BOX 6327
TALLAHASSEE, FLORIDA 32301

8000002676698--2
-10/30/98--01047--003
****293.75 ****293.75

RE: SUPERIOR DEVELOPMENT, L.C.

Dear Sir:

Enclosed is original and one copy of Articles of Organization for the above proposed new Florida Limited Liability corporation, together with check in the sum of \$293.75 for the following:

Filing fee	\$ 250.00
Registered Agent	35.00
Certificate of Status	8.75

T O T A L \$ 293.75

Please return the Certificate of Status in the enclosed Fed-X pak. Thank you for your attention to this matter..

Very truly yours,

DAVID LEE CARLSON

Name	DLC/dlc
Availability	Enclosures
Document Examiner	
Updater	
Updater Verifier	DLC
Acknowledgement	DCC
W. P. Verifier	DLC

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TALLAHASSEE, FLORIDA

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Same as P97000030697

ARTICLES OF ORGANIZATION
OF
SUPERIOR DEVELOPMENT, L.C.

TO: THE HONORABLE SECRETARY OF THE STATE OF FLORIDA:

The undersigned do hereby make, subscribe, acknowledge and file the following articles for the purpose of becoming a Limited Liability corporation under the laws of the State of Florida.

ARTICLE I.

The name and principal address of the limited liability corporation shall be: The mailing address is the same.

SUPERIOR DEVELOPMENT, L.C.
3000 N.W. 109th Ave.
Miami, Fl., 33172

ARTICLE II.

The general nature of the business to be transacted by the limited liability corporation shall be as follows:

To conduct the business of developing real estate and to perform all acts as may be necessary to accomplish the foregoing purpose of the corporation.

To carry on such business at one or more locations in this State or other states and foreign countries; to enter into, make, perform and carry out contracts of every kind and for any lawful purpose with any person, firm association or corporation.

To issue bonds, debentures or obligations of the company from time to time for any of the objects and purposes of the company, and to secure the same by mortgage, pledge, deed of trust or otherwise.

To buy, sell issue, lease, manufacture and generally trade in all kinds of goods, wares and merchandise at wholesale and retail: to purchase and acquire, sell, lease, deal and trade in real property of every class and description whether as principal on its own account or as agent, factor or broker for others.

To purchase or otherwise deal in all kinds of property of whatsoever nature, whether real, personal or mixed, or any interest or rights therein without limits as to amounts; to buy, sell, assign,

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TALLAHASSEE, FLORIDA

convey and cancel liens upon personal property and real estate of every kind and nature whatsoever; to act as broker or agent for the purchase, sale, leasing and management of real estate and the negotiating of loans; to draw, accept, endorse, discount and deliver bills of exchange, promissory notes, bonds, debentures and other negotiable instruments of whatsoever nature, and to secure the same by mortgage on its property or otherwise.

To do all such things as are incidental or conducive to the premises, and to do all and everything necessary, suitable, convenient or proper for the accomplishment of any of the purposes or the attainment of any of the objects herein enumerated or incidental to the powers herein made or which shall at any time appear conducive or expedient for the protection or benefit of the limited liability corporation.

No recitation or declaration of special powers or purposes herein enumerated shall be deemed to be exclusive, but all powers now, or which may be conferred upon limited liability corporations under the laws of the State of Florida, are hereby included and prayed

In general, to carry on any other incidental business in connection with the foregoing and to have and exercise all the powers conferred by the laws of Florida upon corporations of this character.

ARTICLE III.

Capital Contributions in the amount of \$ 300,000.00 shall be paid or delivered to the limited liability company by the members. Additional contributions will be made as required for investment purposes, as determined by unanimous consent of the members.

ARTICLE IV.

All of the limited liability companies powers shall be exercised by or under the authority of, and the business and affairs of this company shall be managed under the direction of, the members of this company. This article may be amended from time to time in the regulations of the company by a unanimous vote of the members.

ARTICLE V.

Management of the limited liability company shall be reserved to its members, whose names and addresses are attached hereto as "Membership List."

ARTICLE VI.

This limited liability company shall exist until December 31, 2008, or until dissolved in a manner provided by law, or as provided in the regulations adopted by the members.

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CLERK OF DISTRICT COURT
STATE OF FLORIDA

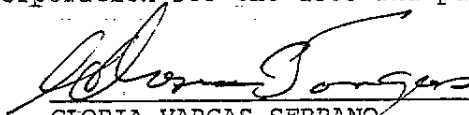
ARTICLE VII.

Members shall have the right to admit new members by unanimous consent. Contributions of the new members shall be determined at the time of admission to the limited liability company.

A member's interest in the limited liability company may not be sold or otherwise transferred except with the unanimous written consent of all members.

On the death, retirement, resignation, expulsion, bankruptcy, or dissolution of a member, or the occurrence of any other event that terminates the continued membership in the limited liability company, the remaining members shall have the right to continue the business on unanimous consent of the remaining members.

IN WITNESS WHEREOF, the undersigned have made and subscribed this Certificate of Incorporation for the uses and purposes aforesaid.


GLORIA VARGAS SERRANO

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

98 OCT 30 PM 12:30
FILED
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 27 day of OCTOBER, 1998 by GLORIA VARGAS SERRANO who is (are) personally known to me or who produced _____ as identification and who did (did not) take an oath.

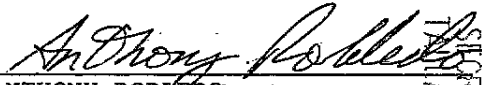

Notary Public GABRIEL A SERRANO
State of Florida
My Comm. Exp. 09/09/00
at Large

My Commission Expires: 09/09/00

CERTIFICATE OF DESIGNATION OF
REGISTERED AGENT AND REGISTERED OFFICE OF
SUPERIOR DEVELOPMENT, L.C.

Pursuant to the provisions of section 608.415 or 608.507, Florida Statutes, the undersigned, ANTHONY ROBLEDO, does hereby certify that he is the Registered Agent for SUPERIOR DEVELOPMENT., L.C., a Florida Limited Liability Corporation, and he hereby agrees to accept said appointment and act as the registered agent, with his registered office at:

8180 N.W. 36th St.,
Suite 1007,
Miami, Florida, 33166.

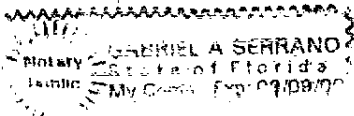

ANTHONY ROBLEDO
Registered Agent

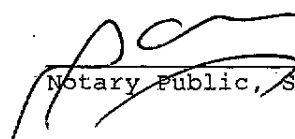
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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

FILED

STATE OF FLORIDA)
) ss
COUNTY OF DADE)

The foregoing instrument was acknowledged before me this 27
day of OCTOBER, 1998 by ANTHONY ROBLEDO
who is personally known to me or who produced _____
as identification and who did (did not) take an oath





Notary Public, State Of Florida

My Commission Expires: 09/09/00

AFFIDAVIT OF MEMBERSHIP AND CONTRIBUTIONS
OF
SUPERIOR DEVELOPMENT., L.C.

In compliance with Florida Statutes section 608.407(2), the undersigned members of Superior Development, L.C. deposes and says:

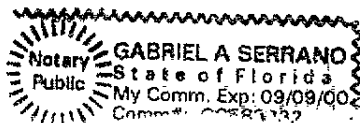
1. The above named limited liability company has at least two members.
2. The total amount of cash contributed by the members is \$300,000.00
3. If any, the agreed value of property other than cash contributed by members is \$-0-
4. The total amount of cash or property anticipated to be initially contributed by members is \$300,000.00 . This total includes the amounts from 2 and 3 above.

AFFIANT FURTHER SAYETH NAUGHT

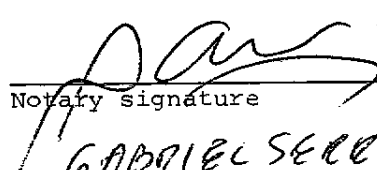

GLORIA VARGAS SERRANO

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SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The foregoing instrument was acknowledged before me this 27 day of OCTOBER, 1998 by GLORIA VARGAS SERRANO who is a member or agent on behalf of Series U.S.A. International Seating., L.C., a limited liability company. He is personally known to me or he produced _____ as identification .



Notary signature


GABRIEL SERRANO
Print Name.

MEMBERSHIP LIST

- | | |
|---|---|
| 1) GLORIA VARGAS SERRANO
3000 N.W. 109th Ave.
Miami, FL., 33172 | 2) CONSTRUCTORA SUPERIOR
CRA 20 109-15 Mezzanine
Santa Fe De Bogota, Colombia |
| 3) JUAN PABLO DOMINGUEZ
CRA 4 69-45 Piso 1
Santa Fe De Bogota, Colombia | 4) HECTOR FUENTES
CRA 4 69-15 Piso 1
Santa Fe De Bogota, Colombia |
| 5) INVERSIONES DIG
Autopista Norte 183-50.
Santa Fe De Bogota, Colombia | 6) FABIO MIGUEL ALONSO NOGUERA
Ave 22 39-28 Piso 1
Santa Fe De Bogota, Colombia |
| 7) GLORIA SOLAR
CRA 20 109-15 Mezzanine
Santa Fe De Bogota, Colombia | 8) ANALIDA DE SANTAMARIA
Calle 142A 51-A - 23 int 53
Santa Fe De Bogota, Colombia |

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TALLAHASSEE, FLORIDA